

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

ACTUATE CORP

Form: 4

Date Filed: 2015-01-20

Corporate Issuer CIK: 1062478

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the

See Instru	iction 1(b).	o. Filed po	iisuani io seciio			t Compa			~	1934 ()i 3ec	.tion 30(n) or ti	ie			
Print or Type F	Responses)															
1. Name and Address of Reporting Person 2. Issuer Name and Ticker or Trading Symbol CITTADINI PETER I ACTUATE CORP [BIRT]										Relationship of Reporting Person(s) to Issuer						
(Last) 951 MARIN	ERS ISLAN	(First) ND BLVD.	(Middle)	3. Date of Ea 01/16/201		ansaction ((Mon	th/E	Day/Year)			X Officer (give title			(specify below)	
SAN MATE	O, CA 9440	(Street)		4. If Amendn	nent, Da	te Original	Filed	Mon	nth/Day/Year)			_X_ Form filed by One	Reporting Pers	roup Filling(Check Applicable Line) ing Person ine Reporting Person		
(City)		(State)	(Zip)			Table I	- No	n-D	Derivative Se	curitie	s Acqu	ired, Disposed o	f, or Benef	icially Owned		
I.Title of Secur Instr. 3)	rity		2. Transaction Date (Month/Day/Ye		Date, if	(Instr. 8)	ction		4. Securities or Disposed (Instr. 3, 4 ar	of (D)		5. Amount of Sec Owned Following (Instr. 3 and 4)		Transaction(s)	Ownership Form:	Beneficial
				(Month/Da	ay/Year)	Code	,	V	Amount	(A) or (D)	Price				` '	Ownership (Instr. 4)
Common St	tock		01/16/2015			U <u>(1)</u>			1,754,737	D	\$ 6.6	0			D	
Common St	tock		01/16/2015			<u>ს⁽²⁾</u>			440,840	D	\$ 6.6	0			I	see footnote (3)
Reminder: Rep	oort on a sepa	rate line for each c	lass of securities be	eneficially owr	ned direc	ctly or indire	ectly.									
<u> </u>	<u> </u>						for	m a		ired to		llection of inform d unless the form				1474 (9-02)
			Table	II - Derivative		•			sposed of, or		•	Owned				
I. Title of			3A. Deemed	4.	5. Num	ber of	6. Da	ıte E	Exercisable a	nd 7	. Title a			9. Number of		11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	Derivati	ive	Expir	atio	n Date	L	Inderlyi	ng Securities	Derivative	Derivative	Ownership	of Indirect

				(e.g.,	puts	_			onvertible secu						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	on	Deri Seci Acqi Disp	umber of vative urities uired (A) or losed of (D) r. 3, 4, and	Expiration D	Expiration Date		securities 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	٧	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Stock option (right to buy)	\$ 3.56	01/16/2015		D			250,000	<u>(4)</u>	02/01/2019	Common Stock	250,000	\$0	0	D	
Stock option (right to buy)	\$ 3.59	01/16/2015		D			225,000	<u>(5)</u>	01/24/2016	Common Stockv	225,000	\$0	0	D	
Stock option (right to buy)	\$ 4.8	01/16/2015		D			150,000	<u>(6)</u>	01/26/2020	Common Stock	150,000	\$0	0	D	
Stock option (right to buy)	\$ 5.11	01/16/2015		D			300,000	<u>(7)</u>	01/24/2017	Common Stock	300,000	\$0	0	D	
Stock option (right to buy)	\$ 5.48	01/16/2015		D			150,000	<u>(8)</u>	01/28/2021	Common Stock	150,000	\$0	0	D	
Stock option (right to buy)	\$ 6.1	01/16/2015		D			300,000	<u>(9)</u>	01/29/2018	Common Stock	300,000	\$0	0	D	
Stock option (right to buy)	\$ 6.3	01/16/2015		D			170,000	<u>(10)</u>	01/27/2022	Common Stock	170,000	\$0	0	D	
Restricted stock units	\$ 0	01/16/2015		D			275,000	<u>(11)</u>	<u>(12)</u>	Common Stock	275,000	\$ 0	0	D	
Restricted stock units	\$ 0	01/16/2015		D			170,000	<u>(13)</u>	<u>(14)</u>	Common Stock	170,000	\$0	0	D	
Restricted stock units	\$ 0	01/16/2015		D			85,000	<u>(15)</u>	<u>(16)</u>	Common Stock	85,000	\$0	0	D	
Restricted stock units	\$ 0	01/16/2015		D			50,560	<u>(17)</u>	<u>(18)</u>	Common Stock	50,560	\$0	0	D	
Restricted stock units	\$ 0	01/16/2015		D			75,000	<u>(19)</u>	<u>(20)</u>	Common Stock	75,000	\$0	0	D	
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Restricted \$ 0 01/16/2015 D 75,000 (21) (22) Common 75,000 \$ 0 D	Restricted stock units	0 01/16/2015	D	75,0	0 (21)	(22)	Common Stock	75,000	\$0	0	D		
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Reporting Owners

Banasting Owner Name / Address		Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
CITTADINI PETER I										
951 MARINERS ISLAND BLVD.			President and CEO							
SAN MATEO, CA 94404										

Signatures

/s/ Peter I. Cittadini	01/20/2015
Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Pursuant to the terms of the Agreement and Plan of Merger dated December 5, 2014 (the "Merger Agreement") by and among Actuate Corporation ("Actuate"), Open Text Corporation ("Parent") and Asteroid Acquisition Corporation ("Merger Sub"), Merger Sub purchased each share of Actuate common stock, par value \$0.001, including the associated preferred stock purchase right issued under the Company Rights Agreement (as defined in the Merger Agreement) (each, a "Share"), tendered and accepted for payment in the Offer (as defined in the Merger Agreement) at a price per share of \$6.60 (the "Offer Price"), net to the seller in cash, without interest thereon and less any required withholding taxes.
- (2) See footnote 1
- (3) (2) Specified Shares are held by the Peter I Cittadini + Judith E Cittadini TR UA 07/05/11 Cittadini Family Trust.

Pursuant to the Merger Agreement, on January 16, 2015, at the Effective Time (as defined in the Merger Agreement) by virtue of the Merger (as defined in the Merger Agreement), each company stock option, whether or not vested and exercisable, that was outstanding and unexercised immediately prior to the Effective Time, accelerated and was automatically converted in to the right to receive the excess, if any, of the price per share of \$6.60 (the "Offer Price"), without interest thereon and less any applicable withholding taxes (the "Merger Consideration") over the exercise price per share of the stock option, subject to any applicable tax withholding.

- (5) See footnote 4.
- (6) See footnote 4.
- (7) See footnote 4.
- (8) See footnote 4.
- (9) See footnote 4.
- (10) See footnote 4.

Pursuant to the Merger Agreement, on January 16, 2015, at the Effective Time by virtue of the Merger, (i) each time-vested restricted stock unit that had not vested as of the Effective Time (other than restricted stock units held by non-employee directors, which accelerated at the Effective Time), was converted into the right to receive the Merger Consideration in respect of each share underlying the restricted stock unit, subject to the same terms and conditions (including vesting and settlement schedules and taking into account any elective deferrals) as applied to such restricted stock unit immediately prior to the Effective Time, subject to any applicable tax withholding and (ii) each restricted stock unit that had vested but not settled (including each performance-vested restricted stock unit no longer subject to any performance conditions as of the date of the Merger Agreement), was converted into the right to receive the Merger Consideration in respect of each

- share underlyi
 (12) See footnote 11.
- (13) See footnote 11.
- (14) See footnote 11.
- (15) See footnote 11.
- (16) See footnote 11.
- (17) See footnote 11.
- (18) See footnote 11.
- (19) See footnote 11.
- (20) See footnote 11.
- (21) See footnote 11. (22) See footnote 11.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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per response	0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the

See Instruction 1(b).		Investment	Company	Act	of 1940			()				
Print or Type Responses)												
Name and Address of Reporting Person CITTADINI PETER I		2. Issuer Name and ACTUATE CORF		ading	Symbol			Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) 951 MARINERS ISLAND BLVD.		 Date of Earliest Tra 01/16/2015 	ansaction (Mo	onth/[Day/Year)				(specify below)			
(Street) SAN MATEO, CA 94404		4. If Amendment, Dat	e Original Fil	edMor	nth/Day/Year)			Individual or Joint/Group Filing(Check Applic X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	able Line)			
(City) (State)	(Zip)		Table I - I	Non-E	Derivative Se	curities	s Acqu	ired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Yea	Execution Date, if any	(Instr. 8)		4. Securities or Disposed (Instr. 3, 4 ar	of (D)	` '	•	6. Ownership Form:	Beneficial		
		(Month/Day/Year)	Code	٧	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
Common Stock	01/16/2015		<u>(1)</u>		1,754,737	D	\$ 6.6	0	D			
Common Stock	01/16/2015		<u>U⁽²⁾</u>		440,840	D	\$ 6.6	0	l	see footnote (3)		
Reminder: Report on a separate line for each class	of securities ber	neficially owned direc	tly or indirect	ly.								
			f	orm a		red to r		llection of information contained in this d unless the form displays a currently va		1474 (9-02)		
	Table I	I - Derivative Securi	•		•		-	Owned				

				(e.g.,	puts	s, cal	ls, warrants	, options, co	nvertible secu	ırities)					
Derivative	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	Code	on	Deri Seci Acqi Disp	umber of vative urities uired (A) or loosed of (D) tr. 3, 4, and	6. Date Exe Expiration D (Month/Day		7. Title and A Underlying S (Instr. 3 and	ecurities	8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	٧	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Stock option (right to buy)	\$ 3.56	01/16/2015		D			250,000	<u>(4)</u>	02/01/2019	Common Stock	250,000	\$0	0	D	
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Restricted stock units	\$ 0	01/16/2015		D			170,000	<u>(13)</u>	<u>(14)</u>	Common Stock	170,000	\$0	0	D	
Restricted stock units	\$ 0	01/16/2015		D			85,000	<u>(15)</u>	<u>(16)</u>	Common Stock	85,000	\$0	0	D	
Restricted stock units	\$ 0	01/16/2015		D			50,560	<u>(17)</u>	<u>(18)</u>	Common Stock	50,560	\$0	0	D	
Restricted stock units	\$ 0	01/16/2015		D			75,000	<u>(19)</u>	<u>(20)</u>	Common Stock	75,000	\$0	0	D	

Restricted \$ 0 01/16/2015 D 75,000 (21) (22) Common Stock 75,000 \$ 0 D
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Reporting Owners

Bonostina Ouror Nome / Address		Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other							
CITTADINI PETER I 951 MARINERS ISLAND BLVD. SAN MATEO, CA 94404			President and CEO								

Signatures

/s/ Peter I. Cittadini	01/20/2015
Signature of Reporting Person	Date

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